

H. 2/18/97 Commerce Regulation
H. 4/3/97 Do Pass
FILED FEB 6 1997
H. 4/10/97 Unfinished Business
Calendar

SENATE FILE 116
BY COMMITTEE ON COMMERCE

(SUCCESSOR TO SSB 8)

Passed Senate, Date ^(p.292) 2/17/97 Passed House, Date 4/22/97 (p.1412)
Vote: Ayes 46 Nays 1 Vote: Ayes 93 Nays 0
Approved May 1, 1997

A BILL FOR

1 An Act relating to the appointment and resignation of registered
2 agents of corporations, limited liability companies, and
3 partnerships and their registered offices.

4 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

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1 Section 1. Section 487.104, subsection 3, Code 1997, is
2 amended to read as follows:

3 3. An agent for service of process may resign as agent
4 upon by signing and delivering to the secretary of state an
5 original statement of resignation for filing and-recording in
6 accordance with section 487.206 a-written-notice-of
7 resignation, -executed-in-duplicate, -with-the-secretary-of
8 state. The secretary-of-state-shall-forthwith-mail agent
9 shall send a copy of the statement of resignation by certified
10 mail to the limited partnership at its principal place of
11 business. The agent shall certify to the secretary of state
12 that the copy has been sent to the limited partnership,
13 including the date the copy was sent. The appointment of the
14 agent terminates upon-the-expiration-of-thirty-days-after
15 receipt-of-the-notice-by on the date on which the statement is
16 filed by the secretary of state.

17 Sec. 2. Section 487.104A, subsection 1, paragraphs b and
18 d, Code 1997, are amended by striking the paragraphs.

19 Sec. 3. Section 487.902, subsection 5, Code 1997, is
20 amended to read as follows:

21 5. A statement that the secretary of state is the agent of
22 the foreign limited partnership for service of process if the
23 registered agent has resigned and an agent has not been
24 appointed under subsection 4 or, if appointed, the agent's
25 authority has been revoked, or if the agent cannot be found or
26 served with the exercise of reasonable diligence.

27 Sec. 4. Section 487.909, Code 1997, is amended to read as
28 follows:

29 487.909 RESIGNATION OF AGENT FOR SERVICE OF PROCESS.

30 An agent for service of process of a foreign limited
31 partnership may resign as agent upon-filing-a-written-notice
32 of-the-resignation, -executed-in-duplicate, -with-the-secretary
33 of-state by signing and delivering to the secretary of state
34 an original statement of resignation for filing in accordance
35 with section 487.206. The secretary-of-state agent shall

1 ~~forthwith-mail~~ send a copy of the statement of resignation by
2 certified mail to the foreign limited partnership at its
3 ~~principal office-or-office-required-to-be-maintained-in-the~~
4 ~~state-of-its-organization~~ place of business. The agent shall
5 certify to the secretary of state that the copy has been sent
6 to the limited partnership, including the date the copy was
7 sent. The appointment of the agent terminates ~~upon the~~
8 ~~expiration-of-thirty-days-after-receipt-of-the-notice-by~~ on
9 the date on which the statement is filed by the secretary of
10 state.

11 Sec. 5. NEW SECTION. 487.911 CHANGE OF REGISTERED OFFICE
12 OR REGISTERED AGENT.

13 1. A foreign limited partnership may change its registered
14 office or registered agent by delivering to the secretary of
15 state for filing a statement of change that sets forth all of
16 the following:

- 17 a. The name of the foreign limited partnership.
- 18 b. If the current registered office is to be changed, the
19 street address of the new registered office.
- 20 c. If the current registered agent is to be changed, the
21 name of the new registered agent and the new agent's written
22 consent to the appointment, either on the statement or
23 attached to the statement.
- 24 d. That after the change or changes are made, the street
25 addresses of its registered office and the business office of
26 its registered agent will be identical.

27 2. If a registered agent changes the street address of the
28 registered agent's business office, the registered agent may
29 change the street address of the registered office of any
30 foreign limited partnership for which the person is the
31 registered agent by notifying the foreign limited partnership
32 in writing of the change and signing, either manually or in
33 facsimile, and delivering to the secretary of state for filing
34 a statement that complies with the requirements of subsection
35 1 and recites that the foreign limited partnership has been

1 notified of the change.

2 3. If a registered agent changes the registered agent's
3 business address to another place, the registered agent may
4 change the business address and the address of the registered
5 agent by filing a statement as required in subsection 2 for
6 each foreign limited partnership, or a single statement for
7 all foreign limited partnerships named in the notice, except
8 that the statement need be signed only by the registered agent
9 or agents and need not be responsive to subsection 1,
10 paragraph "c", and must recite that a copy of the statement
11 has been mailed to each foreign limited partnership named in
12 the notice.

13 4. A document delivered to the secretary of state for the
14 purpose of changing a foreign limited partnership's registered
15 agent or registered office may be executed by a general
16 partner.

17 Sec. 6. Section 490.1701, subsection 3, paragraph c,
18 unnumbered paragraph 2, Code 1997, is amended to read as
19 follows:

20 If the county of the initial registered office as stated in
21 the instrument is one which is other than the county where the
22 principal place of business of the corporation, as designated
23 in its articles of incorporation, was located, the secretary
24 of-state corporation shall forward ~~also~~ to the county recorder
25 of the county in which the principal place of business of the
26 corporation was located a copy of the instrument and the
27 secretary-of-state corporation shall forward to the recorder
28 of the county in which the initial registered office of the
29 corporation is located, in addition to a copy of the original
30 of-the instrument, a copy of the articles of incorporation of
31 the corporation together with all amendments to them as then
32 on file in the secretary of state's office. The corporation
33 shall, through an officer or director, certify to the
34 secretary of state that a copy has been sent to each
35 applicable county recorder, including the date each copy was

1 sent.

2 Sec. 7. Section 490A.502, subsection 1, paragraphs b and
3 d, Code 1997, are amended by striking the paragraphs.

4 Sec. 8. Section 490A.502, Code 1997, is amended by adding
5 the following new subsection:

6 NEW SUBSECTION. 4. The change of address of a registered
7 office or the change of registered agent becomes effective
8 upon the filing of such statement by the secretary of state.

9 Sec. 9. Section 490A.503, Code 1997, is amended to read as
10 follows:

11 490A.503 RESIGNATION OF REGISTERED AGENT.

12 1. A registered agent may resign the agent's agency
13 appointment by signing and delivering to the secretary of
14 state for filing ~~the signed~~ an original and two exact copies
15 ~~or conformed copies of a~~ statement of resignation. The
16 statement may include a statement that the registered office
17 is also discontinued. ~~After filing the statement the~~
18 ~~secretary of state~~ The registered agent shall mail one send a
19 copy of the statement of resignation to the registered office,
20 if not discontinued, and ~~the other copy~~ to the limited
21 liability company at its principal office. The agent shall
22 certify to the secretary of state that the copy has been sent
23 to the limited liability company, including the date the copy
24 was sent.

25 2. The agency appointment is terminated, and the
26 registered office discontinued if so provided, on the ~~thirty-~~
27 ~~first-day-after-the~~ date on which the statement ~~was~~ is filed
28 by the secretary of state.

29 Sec. 10. Section 504A.9, Code 1997, is amended to read as
30 follows:

31 504A.9 CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT.

32 1. A corporation may change its registered office or
33 ~~change its registered agent or agents, or both office and~~
34 ~~agent or agents upon filing in the office of~~ by delivering to
35 the secretary of state for filing a statement ~~setting of~~

1 change that sets forth all of the following:

2 ~~1. a.~~ The name of the corporation.

3 ~~2. --The address of its then registered office.~~

4 ~~3. b.~~ If the address of its current registered office is
5 to be changed, the street address to which of the new
6 registered office is to be changed.

7 ~~4. --The name of its then registered agent or agents.~~

8 ~~5. c.~~ If its the current registered agent or agents are is
9 to be changed, the name of its successor new registered agent
10 or agents, and the new agent's or agents' written consent to
11 the appointment, either on the statement, or by attaching the
12 agent's or agents' consent to the appointment or attached to
13 the statement.

14 ~~6. d.~~ That after the change or changes are made, the
15 address street addresses of its registered office and the
16 address of the business office of its registered agent or
17 agents, as changed, will be identical.

18 2. The statement shall be delivered to the secretary of
19 state for filing and recording in the secretary of state's
20 office.

21 3. If a registered agent or agents change changes the
22 agent's or agents' business address to another place within
23 the same county, the agent or agents may change the address of
24 the registered office of any corporations of which that person
25 is a registered agent by filing a statement as required above
26 in subsection 1 for each corporation, or a single statement
27 for all corporations named therein in the statement, except
28 that ~~it~~ the statement need be signed only by the registered
29 agent or agents and need not be responsive to subsection 5
30 above 1, paragraph "c", and but must recite that notification
31 of such change has been mailed to each such corporation named
32 in the statement.

33 4. The change of address of registered office or the
34 change of registered agent or agents or both registered office
35 and agent or agents, as the case may be, shall become becomes

1 effective upon the filing of such statement by the secretary
2 of state.

3 5. Any A registered agent of a corporation may resign as
4 such agent upon by signing and delivering to the secretary of
5 state for filing a written notice thereof, executed in
6 duplicate, with the secretary of state, who shall record one
7 copy and forthwith mail the other copy thereof to the
8 corporation in care of an officer, who is not the resigning
9 registered agent, at the address of such officer as shown by
10 the most recent annual report of the corporation an original
11 statement of resignation. The statement of resignation may
12 also include a statement that the registered office is also
13 discontinued. The registered agent shall send a copy of the
14 statement of resignation by certified mail to the corporation
15 at its principal office and to the registered office, if the
16 registered office is not discontinued. The appointment of
17 such the agent shall terminate upon the expiration of thirty
18 days after receipt of such notice by terminates on the date on
19 which the statement is filed by the secretary of state. If
20 the statement of resignation contains a statement that the
21 registered office is discontinued, such office is discontinued
22 on the date on which the statement of resignation is filed by
23 the secretary of state.

24 6. The secretary of state may provide for the change of
25 registered office or registered agent on the form prescribed
26 by the secretary of state for the annual report pursuant to
27 section 504A.83, provided that the form contains the
28 information required in this section. If the secretary of
29 state determines that an annual report does not contain the
30 information required by section 504A.83 but otherwise meets
31 the requirements of this section for the purpose of changing
32 the registered office or registered agent, the secretary of
33 state shall file the statement of change of registered office
34 or registered agent before returning the annual report to the
35 corporation pursuant to section 504A.84. A statement of

1 change of registered office or registered agent pursuant to
2 this paragraph shall be executed by a person authorized to
3 execute the annual report.

4 EXPLANATION

5 This bill amends provisions relating to the appointment and
6 resignation of registered agents of corporations and
7 partnerships.

8 Code section 487.104 is amended to provide that an agent
9 for service of process may resign by delivering a signed
10 original statement of resignation to the secretary of state
11 and sending a copy of the resignation by certified mail to the
12 limited partnership. The agent must certify to the secretary
13 of state that the copy has been sent to the limited
14 partnership. The termination is effective on the date the
15 statement is filed by the secretary of state. Currently, the
16 agent must file a written notice of resignation in duplicate
17 with the secretary of state and the secretary of state must
18 send a copy of the resignation to the limited partnership.

19 Code section 487.104A is amended by striking the
20 requirement that a limited partnership include the name and
21 address of the limited partnership's current registered office
22 and registered agent in a statement filed with the secretary
23 of state changing the limited partnership's registered office
24 or registered agent.

25 Code section 487.902 is amended to provide that the
26 secretary of state is the agent of a foreign limited
27 partnership for service of process if the registered agent has
28 resigned and an agent has not been appointed. Currently, the
29 section provides that the secretary of state is the agent of a
30 foreign limited partnership for service of process if an agent
31 has not been appointed pursuant to the section. However,
32 prior to transacting business in this state, an agent must be
33 appointed.

34 Code section 487.909 is amended to provide that an agent
35 for service of process may resign by delivering a signed

1 original statement of resignation to the secretary of state
2 and sending a copy of the resignation by certified mail to the
3 foreign limited partnership. The agent must certify to the
4 secretary of state that the copy has been sent to the foreign
5 limited partnership. The termination is effective on the date
6 the statement is filed by the secretary of state. Currently,
7 the agent must file a written notice of resignation in
8 duplicate with the secretary of state and the secretary of
9 state must send a copy of the resignation to the foreign
10 limited partnership.

11 New Code section 487.911 is created and establishes the
12 requirements for a foreign limited partnership to change its
13 registered office or registered agent. The requirements are
14 similar to the requirements established in Code section
15 487.104A which apply to domestic limited partnerships.

16 Code section 490.1701 is amended to provide that a
17 corporation which is not subject to chapter 490, but which
18 voluntarily elects to adopt the provisions of chapter 490, is
19 to forward a copy of the instrument providing for such
20 election to the county recorder of the county in which the
21 corporation's principal place of business is located. The
22 corporation must also forward a copy of the original
23 instrument and a copy of the corporation's articles of
24 incorporation to the county recorder of the county in which
25 the initial registered office of the corporation is located.
26 Currently the secretary of state is required to forward these
27 documents. The corporation must certify to the secretary of
28 state through an officer or director that such copies have
29 been sent.

30 Code section 490A.502 is amended by striking the
31 requirement that a limited liability company include the name
32 and address of the limited liability company's current
33 registered office and registered agent in a statement filed
34 with the secretary of state changing the limited liability
35 company's registered office or registered agent. The section

1 is also amended to provide that such change becomes effective
2 upon the filing of the statement by the secretary of state.
3 Code section 490A.503 is amended to provide that a
4 registered agent of a limited liability company may resign by
5 delivering a signed original statement of resignation to the
6 secretary of state and sending a copy of the resignation to
7 the limited liability company. The agent must certify to the
8 secretary of state that the copy has been sent to the limited
9 liability company. The termination is effective on the date
10 the statement is filed by the secretary of state. Currently,
11 the agent must file a written notice of resignation in
12 duplicate with the secretary of state and the secretary of
13 state must send copies of the resignation to the registered
14 office and the limited liability company.
15 Code section 504A.9 is amended by striking the requirement
16 that a nonprofit corporation include the name and address of
17 the corporation's current registered office and registered
18 agent in a statement filed with the secretary of state
19 changing the corporation's registered office or registered
20 agent. The section is also amended to provide that an agent
21 for service of process may resign by delivering a signed
22 original statement of resignation to the secretary of state
23 and sending a copy of the resignation by certified mail to the
24 corporation. The agent must certify to the secretary of state
25 that the copy has been sent to the corporation. The
26 termination is effective on the date the statement is filed
27 with the secretary of state. The statement may also contain a
28 statement that the registered office is also discontinued.
29 Currently, the agent must file a written notice of resignation
30 in duplicate with the secretary of state and the secretary of
31 state must send a copy of the resignation to the corporation.
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Lundby, Chair
King
Palmer

SSB 8

Commerce

Succeeded By

SE/HF 116

SENATE/HOUSE FILE
BY (PROPOSED SECRETARY
OF STATE BILL)

Passed Senate, Date _____ Passed House, Date _____
Vote: Ayes _____ Nays _____ Vote: Ayes _____ Nays _____
Approved _____

A BILL FOR

1 An Act relating to the appointment and resignation of registered
2 agents of corporations and partnerships and their registered
3 offices.

4 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

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~~Section 487.104~~

1 ~~Section 487.104~~ Section 487.104, subsection 3, Code 1997, is
2 amended to read as follows:

3 3. An agent for service of process may resign as agent
4 upon by signing and delivering to the secretary of state an
5 original statement of resignation for filing and recording in
6 accordance with section 487.206 a-written-notice-of
7 resignation,--executed-in-duplicate,--with-the-secretary-of
8 state. The secretary-of-state-shall-forthwith-mail agent
9 shall send a copy of the statement of resignation by certified
10 mail to the limited partnership at its principal place of
11 business. The agent shall certify to the secretary of state
12 that the copy has been sent to the limited partnership,
13 including the date the copy was sent. The appointment of the
14 agent terminates ~~upon-the-expiration-of-thirty-days-after~~
15 ~~receipt-of-the-notice-by~~ on the date on which the statement is
16 filed by the secretary of state.

17 Sec. 2. Section 487.104A, subsection 1, paragraphs b and
18 d, Code 1997, are amended by striking the paragraphs.

19 Sec. 3. Section 487.902, subsection 5, Code 1997, is
20 amended to read as follows:

21 5. A statement that the secretary of state is the agent of
22 the foreign limited partnership for service of process if the
23 registered agent has resigned and an agent has not been
24 appointed under subsection 4 or, if appointed, the agent's
25 authority has been revoked, or if the agent cannot be found or
26 served with the exercise of reasonable diligence.

27 Sec. 4. Section 487.909, Code 1997, is amended to read as
28 follows:

29 487.909 RESIGNATION OF AGENT FOR SERVICE OF PROCESS.

30 An agent for service of process of a foreign limited
31 partnership may resign as agent ~~upon-filing-a-written-notice~~
32 ~~of-the-resignation,--executed-in-duplicate,--with-the-secretary~~
33 ~~of-state by signing and delivering to the secretary of state~~
34 an original statement of resignation for filing in accordance
35 with section 487.206. The ~~secretary-of-state~~ agent shall

1 ~~forthwith-mail~~ send a copy of the statement of resignation by
2 certified mail to the foreign limited partnership at its
3 ~~principal office-or-office-required-to-be-maintained-in-the~~
4 ~~state-of-its-organization~~ place of business. The agent shall
5 certify to the secretary of state that the copy has been sent
6 to the limited partnership, including the date the copy was
7 sent. The appointment of the agent terminates ~~upon-the~~
8 ~~expiration-of-thirty-days-after-receipt-of-the-notice-by~~ on
9 the date on which the statement is filed by the secretary of
10 state.

11 Sec. 5. NEW SECTION. 487.911 CHANGE OF REGISTERED OFFICE
12 OR REGISTERED AGENT.

13 1. A foreign limited partnership may change its registered
14 office or registered agent by delivering to the secretary of
15 state for filing a statement of change that sets forth all of
16 the following:

17 a. The name of the foreign limited partnership.

18 b. If the current registered office is to be changed, the
19 street address of the new registered office.

20 c. If the current registered agent is to be changed, the
21 name of the new registered agent and the new agent's written
22 consent to the appointment, either on the statement or
23 attached to the statement.

24 d. That after the change or changes are made, the street
25 addresses of its registered office and the business office of
26 its registered agent will be identical.

27 2. If a registered agent changes the street address of the
28 registered agent's business office, the registered agent may
29 change the street address of the registered office of any
30 foreign limited partnership for which the person is the
31 registered agent by notifying the foreign limited partnership
32 in writing of the change and signing, either manually or in
33 facsimile, and delivering to the secretary of state for filing
34 a statement that complies with the requirements of subsection
35 1 and recites that the foreign limited partnership has been

1 notified of the change.

2 3. If a registered agent changes the registered agent's
3 business address to another place, the registered agent may
4 change the business address and the address of the registered
5 agent by filing a statement as required in subsection 2 for
6 each foreign limited partnership, or a single statement for
7 all foreign limited partnerships named in the notice, except
8 that the statement need be signed only by the registered agent
9 or agents and need not be responsive to subsection 1,
10 paragraph "c", and must recite that a copy of the statement
11 has been mailed to each foreign limited partnership named in
12 the notice.

13 4. A document delivered to the secretary of state for the
14 purpose of changing a foreign limited partnership's registered
15 agent or registered office may be executed by a general
16 partner.

17 Sec. 6. Section 490.1701, subsection 3, paragraph c,
18 unnumbered paragraph 2, Code 1997, is amended to read as
19 follows:

20 If the county of the initial registered office as stated in
21 the instrument is one which is other than the county where the
22 principal place of business of the corporation, as designated
23 in its articles of incorporation, was located, the ~~secretary~~
24 ~~of-state~~ corporation shall forward ~~also~~ to the county recorder
25 of the county in which the principal place of business of the
26 corporation was located a copy of the instrument and the
27 ~~secretary-of-state~~ corporation shall forward to the recorder
28 of the county in which the initial registered office of the
29 corporation is located, in addition to a copy of the original
30 ~~of-the~~ instrument, a copy of the articles of incorporation of
31 the corporation together with all amendments to them as then
32 on file in the secretary of state's office. The corporation
33 shall, through an officer or director, certify to the
34 secretary of state that a copy has been sent to each
35 applicable county recorder, including the date each copy was

1 sent.

2 Sec. 7. Section 504A.9, Code 1997, is amended to read as
3 follows:

4 504A.9 CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT.

5 1. A corporation may change its registered office or
6 ~~change-its~~ registered agent ~~or-agents, or-both-office-and~~
7 ~~agent-or-agents-upon-filing-in-the-office-of~~ by delivering to
8 the secretary of state for filing a statement setting of
9 change that sets forth all of the following:

10 ~~1-~~ a. The name of the corporation.

11 ~~2--The-address-of-its-then-registered-office-~~

12 ~~3-~~ b. If the ~~address-of-its~~ current registered office is
13 to be changed, the street address to-which of the new
14 registered office is-to-be-changed.

15 ~~4--The-name-of-its-then-registered-agent-or-agents-~~

16 ~~5-~~ c. If ~~its~~ the current registered agent ~~or-agents-are~~ is
17 to be changed, the name of its successor new registered agent
18 or-agents, and the new agent's or-agents' written consent to
19 the appointment, either on the statement, or-by-attaching-the
20 agent's-or-agents'-consent-to-the-appointment or attached to
21 the statement.

22 ~~6-~~ d. That after the change or changes are made, the
23 address street addresses of its registered office and the
24 ~~address-of-the~~ business office of its registered agent ~~or~~
25 ~~agents, as-changed,~~ will be identical.

26 2. The statement shall be delivered to the secretary of
27 state for filing ~~and-recording~~ in the secretary of state's
28 office.

29 3. If a registered agent ~~or-agents-change~~ changes the
30 agent's ~~or-agents'~~ business address to another place within
31 the same county, the agent ~~or-agents~~ may change the address of
32 the registered office of any corporations of which that person
33 is a registered agent by filing a statement as required above
34 in subsection 1 for each corporation, or a single statement
35 for all corporations named ~~therein~~ in the statement, except

1 that ~~it~~ the statement need be signed only by the registered
2 agent ~~or agents~~ and need not be responsive to subsection 5
3 above 1, paragraph "c", and but must recite that notification
4 of such change has been mailed to each such corporation named
5 in the statement.

6 4. The change of address of registered office or the
7 change of registered agent ~~or agents or both registered office~~
8 ~~and agent or agents, as the case may be, shall become~~ becomes
9 effective upon the filing of such statement by the secretary
10 of state.

11 5. Any A registered agent of a corporation may resign as
12 such agent upon by signing and delivering to the secretary of
13 state for filing a written notice thereof, executed in
14 duplicate, with the secretary of state, who shall record one
15 copy and forthwith mail the other copy thereof to the
16 corporation in care of an officer, who is not the resigning
17 registered agent, at the address of such officer as shown by
18 the most recent annual report of the corporation an original
19 statement of resignation. The statement of resignation may
20 also include a statement that the registered office is also
21 discontinued. The registered agent shall send a copy of the
22 statement of resignation by certified mail to the corporation
23 at its principal office and to the registered office, if the
24 registered office is not discontinued. The appointment of
25 such the agent shall terminate upon the expiration of thirty
26 days after receipt of such notice by terminates on the date on
27 which the statement is filed by the secretary of state. If
28 the statement of resignation contains a statement that the
29 registered office is discontinued, such office is discontinued
30 on the date on which the statement of resignation is filed by
31 the secretary of state.

32 6. The secretary of state may provide for the change of
33 registered office or registered agent on the form prescribed
34 by the secretary of state for the annual report pursuant to
35 section 504A.83, provided that the form contains the

1 information required in this section. If the secretary of
2 state determines that an annual report does not contain the
3 information required by section 504A.83 but otherwise meets
4 the requirements of this section for the purpose of changing
5 the registered office or registered agent, the secretary of
6 state shall file the statement of change of registered office
7 or registered agent before returning the annual report to the
8 corporation pursuant to section 504A.84. A statement of
9 change of registered office or registered agent pursuant to
10 this paragraph shall be executed by a person authorized to
11 execute the annual report.

12

EXPLANATION

13 This bill amends provisions relating to the appointment and
14 resignation of registered agents of corporations and
15 partnerships.

16 Code section 487.104 is amended to provide that an agent
17 for service of process may resign by delivering a signed
18 original statement of resignation to the secretary of state
19 and sending a copy of the resignation by certified mail to the
20 limited partnership. The agent must certify to the secretary
21 of state that the copy has been sent to the limited
22 partnership. The termination is effective on the date the
23 statement is filed by the secretary of state. Currently, the
24 agent must file a written notice of resignation in duplicate
25 with the secretary of state and the secretary of state must
26 send a copy of the resignation to the limited partnership.

27 Code section 487.104A is amended by striking the
28 requirement that a limited partnership include the name and
29 address of the limited partnership's current registered office
30 and registered agent in a statement filed with the secretary
31 of state changing the limited partnership's registered office
32 or registered agent.

33 Code section 487.902 is amended to provide that the
34 secretary of state is the agent of a foreign limited
35 partnership for service of process if the registered agent has

1 resigned and an agent has not been appointed. Currently, the
2 section provides that the secretary of state is the agent of a
3 foreign limited partnership for service of process if an agent
4 has not been appointed pursuant to the section. However,
5 prior to transacting business in this state, an agent must be
6 appointed.

7 Code section 487.909 is amended to provide that an agent
8 for service of process may resign by delivering a signed
9 original statement of resignation to the secretary of state
10 and sending a copy of the resignation by certified mail to the
11 foreign limited partnership. The agent must certify to the
12 secretary of state that the copy has been sent to the foreign
13 limited partnership. The termination is effective on the date
14 the statement is filed by the secretary of state. Currently,
15 the agent must file a written notice of resignation in
16 duplicate with the secretary of state and the secretary of
17 state must send a copy of the resignation to the foreign
18 limited partnership.

19 New Code section 487.911 is created and establishes the
20 requirements for a foreign limited partnership to change its
21 registered office or registered agent. The requirements are
22 similar to the requirements established in Code section
23 487.104A which apply to domestic limited partnerships.

24 Code section 490.1701 is amended to provide that a
25 corporation which is not subject to chapter 490, but which
26 voluntarily elects to adopt the provisions of chapter 490, is
27 to forward a copy of the instrument providing for such
28 election to the county recorder of the county in which the
29 corporation's principal place of business is located. The
30 corporation must also forward a copy of the original
31 instrument and a copy of the corporation's articles of
32 incorporation to the county recorder of the county in which
33 the initial registered office of the corporation is located.
34 Currently the secretary of state is required to forward these
35 documents. The corporation must certify to the secretary of

1 state through an officer or director that such copies have
2 been sent.

3 Code section 504A.9 is amended by striking the requirement
4 that a nonprofit corporation include the name and address of
5 the corporation's current registered office and registered
6 agent in a statement filed with the secretary of state
7 changing the corporation's registered office or registered
8 agent. The section is also amended to provide that an agent
9 for service of process may resign by delivering a signed
10 original statement of resignation to the secretary of state
11 and sending a copy of the resignation by certified mail to the
12 corporation. The agent must certify to the secretary of state
13 that the copy has been sent to the corporation. The
14 termination is effective on the date the statement is filed
15 with the secretary of state. The statement may also contain a
16 statement that the registered office is also discontinued.
17 Currently, the agent must file a written notice of resignation
18 in duplicate with the secretary of state and the secretary of
19 state must send a copy of the resignation to the corporation.

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SENATE FILE 116

AN ACT

RELATING TO THE APPOINTMENT AND RESIGNATION OF REGISTERED AGENTS OF CORPORATIONS, LIMITED LIABILITY COMPANIES, AND PARTNERSHIPS AND THEIR REGISTERED OFFICES.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

Section 1. Section 487.104, subsection 3, Code 1997, is amended to read as follows:

3. An agent for service of process may resign as agent upon by signing and delivering to the secretary of state an original statement of resignation for filing and recording in accordance with section 487.206 a-written-notice-of resignation, executed in duplicate, with the secretary of state. The secretary of state shall forthwith mail agent shall send a copy of the statement of resignation by certified mail to the limited partnership at its principal place of business. The agent shall certify to the secretary of state that the copy has been sent to the limited partnership, including the date the copy was sent. The appointment of the agent terminates upon the expiration of thirty days after receipt of the notice by on the date on which the statement is filed by the secretary of state.

Sec. 2. Section 487.104A, subsection 1, paragraphs b and d, Code 1997, are amended by striking the paragraphs.

Sec. 3. Section 487.902, subsection 5, Code 1997, is amended to read as follows:

5. A statement that the secretary of state is the agent of the foreign limited partnership for service of process if the registered agent has resigned and an agent has not been appointed under subsection 4 or, if appointed, the agent's authority has been revoked, or if the agent cannot be found or served with the exercise of reasonable diligence.

Sec. 4. Section 487.909, Code 1997, is amended to read as follows:

487.909 RESIGNATION OF AGENT FOR SERVICE OF PROCESS.

An agent for service of process of a foreign limited partnership may resign as agent upon filing a written notice of the resignation, executed in duplicate, with the secretary of state by signing and delivering to the secretary of state an original statement of resignation for filing in accordance with section 487.206. The secretary of state agent shall forthwith mail send a copy of the statement of resignation by certified mail to the foreign limited partnership at its principal office or office required to be maintained in the state of its organization place of business. The agent shall certify to the secretary of state that the copy has been sent to the limited partnership, including the date the copy was sent. The appointment of the agent terminates upon the expiration of thirty days after receipt of the notice by on the date on which the statement is filed by the secretary of state.

Sec. 5. NEW SECTION. 487.911 CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT.

1. A foreign limited partnership may change its registered office or registered agent by delivering to the secretary of state for filing a statement of change that sets forth all of the following:

- a. The name of the foreign limited partnership.
- b. If the current registered office is to be changed, the street address of the new registered office.
- c. If the current registered agent is to be changed, the name of the new registered agent and the new agent's written consent to the appointment, either on the statement or attached to the statement.
- d. That after the change or changes are made, the street addresses of its registered office and the business office of its registered agent will be identical.

2. If a registered agent changes the street address of the registered agent's business office, the registered agent may change the street address of the registered office of any foreign limited partnership for which the person is the registered agent by notifying the foreign limited partnership in writing of the change and signing, either manually or in facsimile, and delivering to the secretary of state for filing a statement that complies with the requirements of subsection 1 and recites that the foreign limited partnership has been notified of the change.

3. If a registered agent changes the registered agent's business address to another place, the registered agent may change the business address and the address of the registered agent by filing a statement as required in subsection 2 for each foreign limited partnership, or a single statement for all foreign limited partnerships named in the notice, except that the statement need be signed only by the registered agent or agents and need not be responsive to subsection 1, paragraph "c", and must recite that a copy of the statement has been mailed to each foreign limited partnership named in the notice.

4. A document delivered to the secretary of state for the purpose of changing a foreign limited partnership's registered agent or registered office may be executed by a general partner.

Sec. 6. Section 490.1701, subsection 3, paragraph c, unnumbered paragraph 2, Code 1997, is amended to read as follows:

If the county of the initial registered office as stated in the instrument is one which is other than the county where the principal place of business of the corporation, as designated in its articles of incorporation, was located, the secretary of state corporation shall forward ~~also~~ to the county recorder of the county in which the principal place of business of the corporation was located a copy of the instrument and the

secretary-of-state corporation shall forward to the recorder of the county in which the initial registered office of the corporation is located, in addition to a copy of the original of-the instrument, a copy of the articles of incorporation of the corporation together with all amendments to them as then on file in the secretary of state's office. The corporation shall, through an officer or director, certify to the secretary of state that a copy has been sent to each applicable county recorder, including the date each copy was sent.

Sec. 7. Section 490A.502, subsection 1, paragraphs b and d, Code 1997, are amended by striking the paragraphs.

Sec. 8. Section 490A.502, Code 1997, is amended by adding the following new subsection:

NEW SUBSECTION. 4. The change of address of a registered office or the change of registered agent becomes effective upon the filing of such statement by the secretary of state.

Sec. 9. Section 490A.503, Code 1997, is amended to read as follows:

490A.503 RESIGNATION OF REGISTERED AGENT.

1. A registered agent may resign the agent's agency appointment by signing and delivering to the secretary of state for filing ~~the signed an original and two exact copies or conformed copies of a~~ statement of resignation. The statement may include a statement that the registered office is also discontinued. ~~After filing the statement the secretary of state~~ The registered agent shall mail one send a copy of the statement of resignation to the registered office, if not discontinued, and the other copy to the limited liability company at its principal office. The agent shall certify to the secretary of state that the copy has been sent to the limited liability company, including the date the copy was sent.

2. The agency appointment is terminated, and the registered office discontinued if so provided, on the thirty-

~~first day after the date on which the statement was filed by the secretary of state.~~

Sec. 10. Section 504A.9, Code 1997, is amended to read as follows:

504A.9 CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT.

~~1. A corporation may change its registered office or change its registered agent or agents, or both office and agent or agents upon filing in the office of by delivering to the secretary of state for filing a statement setting of change that sets forth all of the following:~~

~~1. a. The name of the corporation.~~

~~2. The address of its then registered office.~~

~~3. b. If the address of its current registered office is to be changed, the street address to which of the new registered office is to be changed.~~

~~4. The name of its then registered agent or agents.~~

~~5. c. If its the current registered agent or agents are is to be changed, the name of its successor new registered agent or agents, and the new agent's or agents' written consent to the appointment, either on the statement, or by attaching the agent's or agents' consent to the appointment or attached to the statement.~~

~~6. d. That after the change or changes are made, the address street addresses of its registered office and the address of the business office of its registered agent or agents, as changed, will be identical.~~

~~2. The statement shall be delivered to the secretary of state for filing and recording in the secretary of state's office.~~

~~3. If a registered agent or agents change changes the agent's or agents' business address to another place within the same county, the agent or agents may change the address of the registered office of any corporations of which that person is a registered agent by filing a statement as required above in subsection 1 for each corporation, or a single statement~~

for all corporations named therein in the statement, except that if the statement need be signed only by the registered agent or agents and need not be responsive to subsection 5 above 1, paragraph "c", and but must recite that notification of such change has been mailed to each such corporation named in the statement.

4. The change of address of registered office or the change of registered agent or agents or both registered office and agent or agents, as the case may be, shall become becomes effective upon the filing of such statement by the secretary of state.

5. Any A registered agent of a corporation may resign as such agent upon by signing and delivering to the secretary of state for filing a written notice thereof, executed in duplicate, with the secretary of state, who shall record one copy and forthwith mail the other copy thereof to the corporation in care of an officer, who is not the resigning registered agent, at the address of such officer as shown by the most recent annual report of the corporation an original statement of resignation. The statement of resignation may also include a statement that the registered office is also discontinued. The registered agent shall send a copy of the statement of resignation by certified mail to the corporation at its principal office and to the registered office, if the registered office is not discontinued. The appointment of such the agent shall terminate upon the expiration of thirty days after receipt of such notice by terminates on the date on which the statement is filed by the secretary of state. If the statement of resignation contains a statement that the registered office is discontinued, such office is discontinued on the date on which the statement of resignation is filed by the secretary of state.

6. The secretary of state may provide for the change of registered office or registered agent on the form prescribed by the secretary of state for the annual report pursuant to